

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF NEW JERSEY

Case number (if known) Chapter **11**☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name **Congoleum Corporation**

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) **02-0398678**

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	3500 Quakerbridge Road	
	Mercerville, NJ 08619	
	Number, Street, City, State & ZIP Code	P.O. Box, Number, Street, City, State & ZIP Code
	Mercer	Location of principal assets, if different from principal place of business
	County	
		Number, Street, City, State & ZIP Code

5. Debtor's website (URL) **<https://www.congoleum.com/>**

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor **Congoleum Corporation**
Name

Case number (if known)

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

3252**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No.

☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☒ No

☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor	_____	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor **Congoleum Corporation**
Name

Case number (if known)

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☐ Funds will be available for distribution to unsecured creditors.
- ☒ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☐ 1-49☐ 50-99☐ 100-199☒ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☒ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☒ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Congoleum Corporation**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

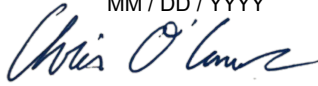
I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 7/13/2020

MM / DD / YYYY

X

Signature of authorized representative of debtor

Christopher O'Connor

Printed name

Title **Chief Executive Officer/President****18. Signature of attorney****X****/s/ Warren A. Usatine**

Signature of attorney for debtor

Date **07/13/2020**

MM / DD / YYYY

Warren A. Usatine

Printed name

Cole Schotz P.C.

Firm name

Court Plaza North**25 Main Street****Hackensack, NJ 07601**

Number, Street, City, State & ZIP Code

Contact phone **201-489-3000**Email address **wusatine@coleschotz.com****WU-1187 NJ**

Bar number and State

Fill in this information to identify the case:

Debtor name Congoleum Corporation

United States Bankruptcy Court for the: DISTRICT OF NEW JERSEY

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.


I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 7/13/2020

x


Signature of individual signing on behalf of debtor

Christopher O'Connor

Printed name

Chief Executive Officer/President

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **Congoleum Corporation**
 United States Bankruptcy Court for the: **DISTRICT OF NEW JERSEY**
 Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders 12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Quaint Oak Bank 501 Knowles Avenue Southampton, PA 18966	William D. Twigg wtwigg@quaintoak.com Facsimile # 215-364-4650 Telephone # 215-364-4059	Unsecured SBA PPP Loan	Contingent			\$5,734,598.79
Hong Kong Jufeng Investment Co., Ltd 01-5, KCN Quang Chau, Chau Village 26000	Bill Wang bill@tzbamboo.com Facsimile # 86 572-5043685 Telephone # +86-137-54234585	Vendor				\$929,297.20
MJ International No 126 Ta-Nuan Raod 236 Taipei Hsien TW	Shaq Chao shaq.chao@mjig.com Facsimile # 886-2-2268-4667 Telephone # +886-2-2268-4666 Ext. 7122	Vendor				\$496,850.49
Gibbons P.C. One Gateway Center Newark, NJ 07102	Kevin W. Weber kweber@gibbonslaw.com Facsimile # 973-639-8372 Telephone # 973-596-4895	Legal Fees	Unliquidated			\$432,683.42

Debtor **Congoleum Corporation**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Compass Display & Promotion Company 1659 Calhoun Street Warehouse 590 Trenton, NJ 08638	Jeff Carugati jcarugati@compassdisplayinc.com Facsimile # 609-695-9877 Telephone # 609-731-3516	Vendor				\$381,217.90
Eastman Chemical Financial Corp P.O. Box 785157 Philadelphia, PA 51578-5157	John Mann johnmann@eastman.com Facsimile # 423-224-0648 Telephone # 610-409-2795	Vendor				\$353,825.35
3M Company P.O. Box 33133 Saint Paul, MN 55133-3133	Carrie L. Pettit clpettit@mmm.com Telephone # 651-733-3409	Vendor/Licensors				\$259,369.01
Mexichem Specialty Resins 26871 Network Place Chicago, IL 60673-1268	Cindy Zambrano cindy.zambrano@vestolit.com Telephone # 302-584-0561	Vendor				\$252,168.40
3500 Quakerbridge, LLC c/o The Fruscione Co. MA LLC P.O. Box 3245 Hamilton, NJ 08619	The Fruscione Co. MA LLC Joseph E. Fruscione Facsimile # 609-586-3324 Telephone # 609-586-2000	Landlord				\$247,400.28
Isorca, Inc 1226 Weaver Drive Granville, OH 43023	Kim Householder Kim Householder@sbcglobal.net Telephone # 614-883-1171	Vendor				\$185,868.88
All Tile Inc 27667 Network Place Chicago, IL 60673-1276	Judy Fruth judyf@alltileccs.com Facsimile # 888-566-1341 Telephone # 847-258-1626	Vendor	Contingent			\$171,746.42

Debtor **Congoleum Corporation**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Penn Color, Inc. P.O. Box 783555 Philadelphia, PA 19178-3555	Steve McEntee smcentee@penncolor.com Facsimile # 215-345-9123 Telephone # 215-262-9753	Vendor				\$162,147.00
Compass Retail Display Group 9250 Ashton Rd Philadelphia, PA 19114	Nick Treantafelo nick@compassdisplayinc.com Telephone # 267-981-2839	Vendor				\$159,332.50
Kleiberit Adhesives USA, Inc P.O. Bocx 01319 Waxhaw, NC 28173	Camille R. Dean camille.dean@kleiberit.com Facsimile #704-843-4930 Telephone # 704-243-9780	Vendor				\$156,026.25
Trinseo LLC 16280 Collections Center Drive Chicago, IL 60693	Brent Horne BSHorne@trinseo.com Telephone # 919-760-5339	Vendor				\$151,596.45
SS Floor Co., Limited Tangqiao Yaoguan Wujin Chagzhou, Jiangsu P.R. of China China	Joy Shen joyshen@ss-floor.com Facsimile # 86-51988707400 Telephone # +86-519-88709899 Ext. 8801	Vendor				\$149,946.03
Berry Specialty Tapes LLC 1852 Old Country Road Riverhead, NY 11901	Natalie Reising nataliereising@berryglobal.com Facsimile # 812-492-1023 Telephone # 812-306-2807 Ext. 11807	Vendor				\$138,545.28

Debtor **Congoleum Corporation**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Independence Blue Cross Lockbox #3092 P.O. Box 8500 Philadelphia, PA 19178	Ryan J. Curran Ryan.Curran@ibx.com Facsimile # 610-238-6537 Telephone # 610-238-6582	Benefit Insurance				\$137,655.60
Framerica Corporation 2 Todd Court Yaphank, NY 11980	Catherine Michel catherine@framerica.com Facsimile # 631-244-7607 Telephone # 631-650-1000 Ext. 170	Vendor				\$129,623.85
Pension Benefit Guaranty Corp. P.O. Box 15170 Alexandria, VA 22315-1750	Facsimile # 202-229-4047 Telephone # 1-800-400-7242 202-229-4047	Underfunded Pension Liability	Contingent Unliquidated			\$0.00

B2030 (Form 2030) (12/15)

United States Bankruptcy Court
District of New Jersey

In re **Congoleum Corporation**

Debtor(s)

Case No.

Chapter

11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$	223,240.03 Retainer
Prior to the filing of this statement I have received	\$	401,759.97
Balance Due	\$	0.00
2. \$ **1,717.00** of the filing fee has been paid.
3. The source of the compensation paid to me was:

☒ Debtor ☐ Other (specify):
4. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify):
5. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.
☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.
6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
 - a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
 - b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
 - c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
 - d. [Other provisions as needed]

See retention papers.
7. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

None

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

July 13 , 2020*Date***/s/ Warren A. Usatine****Warren A. Usatine***Signature of Attorney***Cole Schotz P.C.****Court Plaza North****25 Main Street****Hackensack, NJ 07601****201-489-3000 Fax: 201-489-1536****wusatine@coleschotz.com***Name of law firm*

United States Bankruptcy Court
District of New Jersey

In re **Congoleum Corporation**

Debtor(s)

Case No.
Chapter**11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Aizhu Zhang 7 Old Minisink Trail Goshen, NY 10924			0.27%
Congoleum Plan Trust c/o Sander L. Esserman Stutzman Bromberg Essermand 2323 Bryan St., Suite 2200 Dallas, TX 75201			16.38%
Credit Suisse Securities (USA) LLC 11 Madison Avenue 5th Floor New York, NY 10010			0.51%
David H. Wice 1901 Walnut Street 1201 Philadelphia, PA 19103-4640			0.01%
David S. Loeb, Jr. 701 Talamore Drive Ambler, PA 19002-1870			0.08%
DELTEC Special Situations Partners LP 623 5th Avenue 28th Floor New York, NY 10022			2.03%
Frank D., Purdy 225 E. Dowling Road Dowling, MI 49050-9771			0.03%
Gleacher & Co, Securities 103 Eisenhower Parkway Roseland, NJ 07068			0.0002%
GSAM Advisors LLD TR IBS Liquidation Trust in Respect of Class A 601 Avenue of Americas New York, NY 10019			0.08%
Judith L. Felix, Custodian of Theodore F. Felix 701 Talamore Drive Ambler, PA 19002			0.03%

In re: **Congoleum Corporation**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Liquidity Solutions, Inc. One University Plaza Hackensack, NJ 07601			1.01%
Marie A. and Kenneth Arobone 3032 Green Ridge Drive Norristown, PA 19403			0.01%
Mary F. Gerow 85 Prospect Avenue Middletown, NY 10940-4031			0.01%
Mary L. Savaglio 4 Oak Street Chester, NY 10918-1309			0.03%
Mass Mutual Life Ins. Co. c/o Babson Capital Management 201 S. College Street Suite 2400 Charlotte, NC 28244			0.26%
Mitchell L. Heffernan 133 Mitchell Hill Road Old Lyme, CT 06371-3021			0.10%
Paul Frontier Holdings LP 555 Madison Avenue Suite 11A New York, NY 10022			28.64%
Riva Ridge Master Fund Ltd. c/o Riva Ridge Capital Management LP 55 Fifth Avenue 18th Floor New York, NY 10003			0.01%
Ronald Frumkes 5 Reservoir Road South Salem, NY 10590			0.01%
Ruth N. Duttweiler 35755 Detroit Road Room 112 Avon, OH 44011-1696			0.03%

In re: Congoleum Corporation Case No. _____
Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Simplon International Ltd. 630 Fifth Avenue Suite 2109 New York, NY 10111			50.27%
Stifel Nicolaus C/F C. Lee Gerow IRA 501 N. Broadway Saint Louis, MO 63102			0.02%
Stifel Nicolaus C/F Catherine Mead IRA 501 N. Broadway Saint Louis, MO 63102			0.03%
Stifel Nicolaus C/F Marie E. Cleary-Petillo 501 N. Broadway Saint Louis, MO 63102			0.02%
Susan L. Moore, Custodian of Stephanie D. Moore 1748 Vestwood Hills Drive Birmingham, AL 35216			0.01%
UBS Alternative & Quantitative Investments LLC 1 N. Wacker, 32nd Floor Chicago, IL 60606			0.10%
UBS Alternative & Quantitative Investments LLC 1 N. Wacker, 32nd Floor Chicago, IL 60606			0.06%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Chief Executive Officer/President** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date 7/13/2020

Signature



Christopher O'Connor

Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
District of New Jersey**

In re **Congoleum Corporation**

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Congoleum Corporation** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Congoleum Plan Trust
c/o Sander L. Esserman
Stutzman Bromberg Esserman
2323 Bryan St., Suite 2200
Dallas, TX 75201

Paul Frontier Holdings LP
555 Madison Avenue
Suite 11A
New York, NY 10022

Simplon International Ltd.
630 Fifth Avenue
Suite 2109
New York, NY 10111

☐ None [*Check if applicable*]

July 13, 2020

Date

/s/ Warren A. Usatine

Warren A. Usatine

Signature of Attorney or Litigant
Counsel for **Congoleum Corporation**
Cole Schotz P.C.

Court Plaza North
25 Main Street
Hackensack, NJ 07601
201-489-3000 Fax:201-489-1536
wusatine@coleschotz.com

CONGOLEUM CORPORATION

(Chapter 11 Bankruptcy Petition)

**WRITTEN CONSENT OF
THE BOARD OF DIRECTORS**

The undersigned, being the members of the Board of Directors (the “Board”) of CONGOLEUM CORPORATION, a Delaware corporation (the “Company”), do hereby consent to and adopt the following resolutions as of July 12, 2020:

WHEREAS, in light of the Company’s current financial condition, the Board has investigated, discussed and considered options for addressing the Company’s financial challenges and, in order to maximize value for the Company’s stakeholders, has concluded that it is in the best interests of the Company, its creditors, employees and other interested parties that a petition be filed by the Company seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”).

NOW THEREFORE, be it

RESOLVED, that in the judgment of the Board, and in order to maximize value for the Company’s stakeholders, it is desirable and in the best interests of the Company, its creditors, employees and other interested parties that a petition be filed by the Company in the United States Bankruptcy Court for the District of New Jersey (“Bankruptcy Court”) seeking relief under the Bankruptcy Code; and it is further

RESOLVED, that Christopher O’Connor in his capacity as the President and Chief Executive Officer of the Company (the “Authorized Officer”), be, and hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute, verify and file in Bankruptcy Court all petitions, schedules, lists and other papers or documents, and to take and perform any and all further actions and steps that the Authorized Officer deems necessary, desirable and proper in connection with the Company’s case under the Bankruptcy Code, with a view to the successful prosecution of such case; and it is further

RESOLVED, that the Authorized Officer, on behalf of the Company, be, and hereby is, authorized, empowered and directed to retain the law firm of Cole Schotz P.C. (“CS”) as bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights in connection therewith, and the Authorized Officer is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy, and to cause to be filed an appropriate application for authority to retain the services of CS; and it is further

RESOLVED, that the Authorized Officer, on behalf of the Company, be, and hereby is, authorized, empowered and directed to retain the services of B. Riley FBR, Inc. (“B. Riley”) as

the Company's financial advisor and investment banker with respect to restructuring matters, and in connection therewith, the Authorized Officer is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy, and to cause to be filed an appropriate application for authority to retain the services of B. Riley; and it is further

RESOLVED, that the Authorized Officer, on behalf of the Company, be, and hereby is, authorized, empowered and directed to retain the services of Phoenix Management Services, LLC ("Phoenix") as the Company's financial advisor with respect to financial modeling in connection with the DIP Financing (as herein defined), and in connection therewith, the Authorized Officer is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy, and to cause to be filed an appropriate application for authority to retain the services of Phoenix; and it is further

RESOLVED, that the Authorized Officer, on behalf of the Company, be, and hereby is, authorized, empowered and directed to (a) obtain post-petition financing from Wells Fargo Bank, National Association ("Lender") pursuant to that certain Ratification and Amendment Agreement by and between the Company and Lender ("Amendment"), which amends the Company's Existing Loan Agreement (as such term is defined in the Amendment) to provide for a roll-up debtor-in-possession credit facility with a maximum availability of up to \$18,485,000, and the use of cash collateral (the "DIP Financing"); (b) provide adequate protection to Lender and incur obligations related thereto and to pledge and grant liens on the assets of the Company, as may be contemplated by or required under the terms of such DIP Financing; and (c) execute the Amendment and any appropriate cash collateral agreements, related ancillary documents, supplemental agreements, instruments, amendments, restatements, amendment and restatements, modifications, renewals, replacements, consolidations, substitutions, extensions, security agreements, pledges, guarantees, bills, notes, or certificates on behalf of the Company which shall be necessary, proper or advisable under or in connection with any of the foregoing; and it is further

RESOLVED, that the Authorized Officer, on behalf of the Company, be, and hereby is, authorized, empowered and directed to employ any other professionals necessary to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officer is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the Chapter 11 case and cause to be filed appropriate applications with the Bankruptcy Court for authority to retain the services of any other professionals, as necessary, and on such terms as are deemed necessary, desirable and proper; and it is further

RESOLVED, that the Authorized Officer, on behalf of the Company, be, and hereby is, authorized, empowered and directed to take any and all actions, to execute, deliver, certify, file and/or record and perform any and all documents, agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities or certificates and to take any and all actions and steps deemed by the Authorized Officer to be necessary or desirable to carry out the purpose and intent of each of the foregoing resolutions and to effectuate a successful Chapter 11 case; and it is further

RESOLVED, that all action heretofore taken and all documentation heretofore delivered by the Board and/or the Authorized Officer, or any other duly authorized officer of the Company in the name and on behalf of the Company in furtherance of any or all of the proceeding resolutions be, and the same hereby are, ratified, confirmed and approved; and it is further

RESOLVED, that this Written Consent shall serve in lieu of a special meeting of the Board and the undersigned hereby waive all requirements as to notice of a meeting; and it is further

RESOLVED, that this Written Consent may be executed by facsimile, telecopy or other electronic means or reproduction, and such execution shall be considered valid, binding and effective for all purposes; and it is further

RESOLVED, that this Written Consent may be executed in any number of counterparts, each of which shall be deemed an original and all of which taken together shall constitute one and the same instrument.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the undersigned have executed this Written Consent of the Board of Directors of CONGOLEUM CORPORATION as of the date first set forth above.

BOARD OF DIRECTORS:



Christopher O'Connor

Thomas A. McKay

Peter L. Venetis

Andrew S. Lipman

Arnold Spangler

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BOARD OF DIRECTORS:

Christopher O'Connor

Thomas A. McKay
Thomas A. McKay

Peter L. Venetis

Andrew S. Lipman

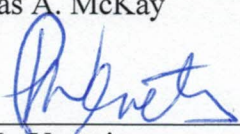
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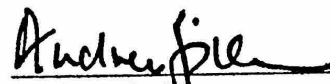
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